

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

Case No. 03-45440

Breezy Point, LLC

Chapter 11 Case

Debtor.

**Notice of Hearing and
Application for Allowance of Interim Compensation
and Reimbursement of Expenses of Attorney for
Debtor-In-Possession**

PLEASE TAKE NOTICE that the Court will hold a hearing on the following Application on Wednesday, September 29, 2004 at 11:00 a.m., in Courtroom 7 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, MN 55415, or as soon thereafter as counsel can be heard. Any response to this motion shall be filed and delivered no later than September 22, 2004, which is seven days before the date set for the hearing on this Application, or filed and served by mailed no later than September 17, 2004, which is ten days before the date set for the hearing on this Application. IF NO RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.

Steven B. Nosek, the Applicant herein, hereby applies to the Court, pursuant to 11 U.S.C. §§ 328, 330 and 331, for an Order allowing interim compensation and reimbursement of expenses and states in support thereof as follows:

1. Applicant is the attorney for the Debtor-in-Possession in the above-referenced case. Applicant's employment was approved by the Court on August 5, 2003. The Petitions commencing this case was filed with the Clerk of Bankruptcy Court on August 1, 2003
2. This Court has jurisdiction over this application under Sections 157 and 1334. This application is filed pursuant to Bankruptcy Rules 2016 and 9013 and Local Rule 406.
3. The terms of the employment and compensation sought therefor are on an hourly basis at a rate of \$195.00 per hour for services performed by Steven B. Nosek, as more completely described in the attached exhibit.

4. The services rendered by Applicant during this period, are set forth in the attached Exhibit A and include the following:
 - a. General representation and advice provided to the Debtor concerning case matters involved in the Chapter 11 proceeding, including dealing with creditors, employees, vendors, service providers, etc. - 25.4 hours.
 - b. Plan of Reorganization. - 23.8 hours.
 - c. Efforts to obtain a new financing and/or a sale of the Debtor's assets - 20.8 hours.
5. In addition, your Applicant has incurred expenses in the amount of \$1,060.56 as described in the attached Exhibit A.
6. As indicated in the attached exhibit, the total value for the unpaid fees for representation of the Debtor herein is the sum of \$13,650.00.
7. The time period in which the services were rendered as are described in this Interim Fee Application are from May 1, 2004 through August 30, 2004.
8. All the assets of the Debtor are subject to liens and security interests held by Associated Bank Minnesota, N.A. The Bank has indicated it will consent to the payment of your Applicant's fees as an administrative expense. Administrative expenses incurred in the case, with certain exceptions, have been approved by the Bank and have been paid by the Debtor. The Debtor has filed a Motion seeking authority to sell its assets, which Motion has been set for hearing.
9. Under penalty of perjury, the undersigned hereby verifies that the foregoing is true and correct.

WHEREFORE, Debtor requests:

1. Allowance of interim compensation in the amount of \$13,650.00 and reimbursement of expenses in the amount of \$1,060.56, said fees and expenses totaling \$14,710.56 and the same to be allowed as an administrative expense herein.

Dated: August 31, 2004.

/e/ Steven B. Nosek
Steven B. Nosek, No. 79960
Attorneys for Debtor
701 Fourth Avenue South, Suite 300
Minneapolis, MN 55415
Telephone: (612) 335-9171

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Breezy Point LLC
1866 Beam Avenue
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Case Administration

	HOURS	
05/07/04 SBN Telephone conference(s) with Bankruptcy Court.	0.20	39.00
SBN Prepare and serve notice of continued hearing.	0.80	156.00
05/10/04 SBN Letter to client.	0.20	39.00
05/12/04 SBN Review material received (Carlton notice); letter to client.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
05/17/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Review, serve and file U.S. Trustee report.	1.00	195.00
05/20/04 SBN Telephone conference(s) with Bankruptcy Court.	0.20	39.00
SBN Prepare, file and serve notice of continued hearing.	1.00	195.00
SBN Telephone conference(s) with Bankruptcy Court.	0.20	39.00
06/03/04 SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
06/09/04 SBN Telephone conference(s) with Lawver (stipulation to reject).	0.20	39.00
06/10/04 SBN Telephone conference(s) with client (Great River).	0.20	39.00
06/11/04 SBN Telephone conference(s) with client (current bills and insurance).	0.20	39.00
SBN Telephone conference(s) with Iannacone (Great River claim).	0.20	39.00
06/14/04 SBN Review file and serve U.S. Trustee report.	0.80	156.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
06/15/04 SBN Telephone conference(s) with client (Carlton).	0.20	39.00
SBN Review material received; telephone conference(s) with Lawver; fax to Lawver.	0.40	78.00

Exhibit A

Case Administration

	HOURS	
SBN Letter to Lawver (Carlton proposal).	0.20	39.00
06/16/04 SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Letter to Mertz.	0.20	39.00
06/17/04 SBN Telephone conference(s) with client (real estate taxes).	0.20	39.00
06/21/04 SBN Letter to client (Carlton).	0.20	39.00
SBN Telephone conference(s) with Iannacone (Great River claim).	0.20	39.00
SBN Telephone conference(s) with client (real estate taxes).	0.20	39.00
06/22/04 SBN Telephone conference(s) with client regarding property insurance.	0.20	39.00
06/28/04 SBN Review material received (insurance).	0.40	78.00
SBN Telephone conference(s) with client; letter to Mertz; prepare motion (insurance).	1.40	273.00
SBN Telephone conference(s) with Mertz (insurance).	0.20	39.00
06/29/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Telephone conference(s) with Iannacone.	0.20	39.00
06/30/04 SBN Telephone conference(s) with Mertz (insurance).	0.20	39.00
07/01/04 SBN File and serve expedited motion for insurance premium financing.	0.60	117.00
07/06/04 SBN Telephone conference(s) with client (insurance).	0.20	39.00
SBN Telephone conference(s) with Mertz (insurance).	0.20	39.00
SBN Telephone conference(s) with Rode (insurance).	0.20	39.00
07/07/04 SBN Telephone conference(s) with Jones (claims).	0.20	39.00
SBN Telephone conference(s) with client (claims filed).	0.20	39.00
07/08/04 SBN Telephone conference(s) with client (insurance hearing).	0.20	39.00
SBN Attend hearing on insurance premium financing.	1.00	195.00
SBN Telephone conference(s) with client (claims).	0.20	39.00
SBN Review filed claims; letter to client.	0.80	156.00
07/09/04 SBN Review material received; letter to Mertz (payables).	0.40	78.00
SBN Prepare claim objection.	1.00	195.00
07/12/04 SBN Telephone conference(s) with client (claims).	0.20	39.00
07/14/04 SBN Telephone conference(s) with client (Whitebirch bills).	0.20	39.00

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Case Administration

	HOURS	
07/15/04 SBN File and serve claim objection.	0.80	156.00
07/16/04 SBN Review, file and distribute June U.S. Trustee report.	0.60	117.00
07/21/04 SBN Prepare, file and serve motion to approve bid procedures.	1.00	195.00
SBN Telephone conference(s) with Struyk.	0.20	39.00
07/22/04 SBN Telephone conference(s) with client (appraisal).	0.20	39.00
SBN Telephone conference(s) with Mertz; fax to Mertz (current bills).	0.40	78.00
SBN File and serve motion regarding bid procedures.	0.40	78.00
07/23/04 SBN Telephone conference(s) with client (management agreement).	0.20	39.00
SBN Telephone conference(s) with Fadlovich.	0.20	39.00
SBN Prepare application and affidavit (Struyk).	1.00	195.00
07/27/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Letter to Struyk.	0.20	39.00
08/02/04 SBN Review material received (bankruptcy order); letter to client.	0.20	39.00
08/05/04 SBN Telephone conference(s) with client; letter to client regarding Whitebirch.	0.20	39.00
SBN Letter to client regarding appraisal.	0.20	39.00
08/09/04 SBN Letter to client (U.S. Trustee report).	0.20	39.00
08/12/04 SBN Letter to Mertz regarding accounts payable.	0.20	39.00
08/16/04 SBN Review contested claims.	0.80	156.00
SBN Review, serve and file U.S. Trustee Report.	1.00	195.00
08/18/04 SBN Letter to client regarding Whitebirch.	0.20	39.00
SBN Telephone conference(s) with client (bills).	0.20	39.00
FOR CURRENT SERVICES RENDERED	25.40	4,953.00
TOTAL CURRENT WORK		4,953.00
BALANCE DUE		<u>\$4,953.00</u>

DUE UPON RECEIPT

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Plan of Reorganization

	HOURS	
06/10/04 SBN Telephone conference(s) with client (plan of reorganization).	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
06/14/04 SBN Telephone conference(s) with Lawver (Carlton).	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
06/16/04 SBN Telephone conference(s) with Rode.	0.20	39.00
06/21/04 SBN Telephone conference(s) with Jones (real estate taxes).	0.20	39.00
SBN Review warranty deeds; telephone conference(s) with Jones.	0.60	117.00
SBN Telephone conference(s) with Rode regarding "use" rights in deeds and purchase agreements.	0.20	39.00
SBN Telephone conference(s) with Jones (mechanic lien claims).	0.20	39.00
06/22/04 SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Telephone conference(s) with Jones (disclosure statement).	0.20	39.00
SBN Telephone conference(s) with client; letter to client (disclosure statement).	0.20	39.00
06/24/04 SBN Telephone conference(s) with Lawver (plan).	0.20	39.00
SBN Telephone conference(s) with client (disclosure statement).	0.20	39.00
SBN Review material received; letter to Jones (disclosure statement).	0.60	117.00
06/25/04 SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Telephone conference(s) with Jones.	0.20	39.00

Plan of Reorganization

	HOURS	
06/29/04 SBN Review material received (purchase agreement).	0.20	39.00
07/01/04 SBN Review material received (disclosure statement); telephone conference(s) with client; letter to Jones.	0.60	117.00
07/02/04 SBN Review material received; telephone conference(s) with client; letter to Jones.	0.20	39.00
07/07/04 SBN Telephone conference(s) with Rode (purchase agreement amendment).	0.20	39.00
07/08/04 SBN Telephone conference(s) with Mertz (plan issues).	0.20	39.00
07/09/04 SBN Telephone conference(s) with Rode (purchase agreement amendment).	0.20	39.00
SBN Telephone conference(s) with Mertz (plan).	0.20	39.00
SBN Review plan and disclosure statement.	0.80	156.00
07/12/04 SBN Telephone conference(s) with Mertz (plan).	0.20	39.00
SBN Telephone conference(s) with Rode (purchase agreement).	0.20	39.00
SBN Telephone conference(s) with Stewart (Bluegreen offer).	0.20	39.00
07/13/04 SBN Telephone conference(s) with Rode (purchase agreement).	0.20	39.00
SBN Telephone conference(s) with Mertz (plan).	0.20	39.00
SBN Telephone conference(s) with client (disclosure statement).	0.20	39.00
SBN Telephone conference(s) with Stewart (Bluegreen).	0.20	39.00
SBN Review purchase agreement amendment.	0.40	78.00
07/14/04 SBN Telephone conference(s) with Lawver (Carlton).	0.20	39.00
SBN Assemble covenant, deed, and lien documents; letter to Stewart.	0.80	156.00
SBN Telephone conference(s) with Stewart (restrictive covenants).	0.20	39.00
SBN Telephone conference(s) with client (purchase agreement).	0.20	39.00
SBN Telephone conference(s) with Mertz (plan and disclosure statement changes).	0.40	78.00
07/15/04 SBN Review material received; letter to Rode (purchase agreement).	0.20	39.00
SBN Telephone conference(s) with Mertz (plan).	0.20	39.00
SBN Telephone conference(s) with client (disclosure statement).	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Revise disclosure statement.	1.40	273.00
SBN Telephone conference(s) with Mertz.	0.20	39.00

Plan of Reorganization

	HOURS	
07/16/04 SBN Letter to client (Carlton).	0.20	39.00
SBN Telephone conference(s) with Stewart (Bluegreen).	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
07/20/04 SBN Telephone conference(s) with client (plan and disclosure statement).	0.20	39.00
SBN Telephone conference(s) with Mertz (plan).	0.20	39.00
SBN File and serve plan and disclosure statement.	1.00	195.00
07/22/04 SBN Telephone conference(s) with Bankruptcy Court; file and serve plan and disclosure statement.	0.60	117.00
07/23/04 SBN Telephone conference(s) with Mertz (disclosure statement).	0.20	39.00
SBN Telephone conference(s) with Rode; letter to Rode.	0.40	78.00
07/27/04 SBN Telephone conference(s) with Mertz.	0.20	39.00
08/02/04 SBN Telephone conference(s) with Stewart (Blue-Green).	0.20	39.00
08/10/04 SBN Telephone conference(s) with Stewart.	0.20	39.00
SBN Telephone conference(s) with Fadlovich.	0.20	39.00
08/18/04 SBN Telephone conference(s) with client (disclosure statement hearing).	0.20	39.00
SBN Telephone conference(s) with Mertz (disclosure statement hearing).	0.20	39.00
SBN Attend court hearings.	1.00	195.00
SBN Revise plan/court direction.	0.80	156.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Stewart (Bluegreen).	0.20	39.00
08/19/04 SBN Review and revise amended plan and amended disclosure statement; telephone conference(s) with client regarding same.	1.00	195.00
08/23/04 SBN File amended plan and amended disclosure statement.	0.40	78.00
SBN Telephone conference(s) with Bankruptcy Court.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Bankruptcy Court.	0.20	39.00
SBN Prepare ballot.	0.80	156.00
SBN Assemble plan package; prepare ballot.	1.00	195.00
SBN Letter to client regarding confirmation hearing.	0.20	39.00
08/24/04 SBN Telephone conference(s) with Bankruptcy Court regarding ballot.	0.20	39.00
FOR CURRENT SERVICES RENDERED	23.80	4,641.00
TOTAL CURRENT WORK		4,641.00

Breezy Point LLC

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Plan of Reorganization

BALANCE DUE

\$4,641.00

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Sale

	HOURS	
05/04/04 SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
SBN Letter to Rode.	0.20	39.00
SBN Prepare sale motion.	1.00	195.00
05/05/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
05/06/04 SBN Revise pleadings.	0.60	117.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.40	78.00
05/07/04 SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Letter to Mertz.	0.20	39.00
05/11/04 SBN Review material received (revised purchase agreement).	1.00	195.00
SBN Telephone conference(s) with Rode.	0.20	39.00
05/12/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Review material received; letter to Rode.	0.20	39.00
05/13/04 SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
05/14/04 SBN Telephone conference(s) with Stewart.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
05/17/04 SBN Telephone conference(s) with Rode.	0.20	39.00

Sale

	HOURS	
05/18/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
05/19/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
05/20/04 SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
05/21/04 SBN Modify motion; prepare memo of law; file and serve motion for sale.	1.80	351.00
SBN Telephone conference(s) with client.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
05/24/04 SBN Telephone conference(s) with client.	0.20	39.00
SBN Letter to Rode.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Stewart.	0.20	39.00
05/25/04 SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
SBN Draft sale order.	0.60	117.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
05/26/04 SBN Telephone conference(s) with Iannacone.	0.20	39.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
05/27/04 SBN Review material received; telephone conference(s) with client; letter to Rode.	0.40	78.00
05/28/04 SBN Review material received; letter to client (U.S. Trustee objection).	0.60	117.00
SBN Telephone conference(s) with Stewart.	0.20	39.00
06/01/04 SBN Telephone conference(s) with Fadlovich.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
06/02/04 SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Letter to client.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
SBN Telephone conference(s) with Mertz; review material received; letter to Mertz.	0.20	39.00
06/04/04 SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Osman.	0.20	39.00

Breezy Point LLC

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Sale

	HOURS	
SBN Telephone conference(s) with client.	0.20	39.00
06/07/04 SBN Telephone conference(s) with Flynn.	0.20	39.00
SBN Telephone conference(s) with Mertz.	0.20	39.00
SBN Telephone conference(s) with Rode.	0.20	39.00
SBN Telephone conference(s) with Lawver.	0.20	39.00
SBN Telephone conference(s) with Martin.	0.20	39.00
SBN Telephone conference(s) with client.	0.20	39.00
06/08/04 SBN Telephone conference(s) with Rode regarding purchase agreement exhibits.	0.20	39.00
SBN Telephone conference(s) with Stewart (Blue Green).	0.20	39.00
SBN Telephone conference(s) with Mertz (Blue Green).	0.20	39.00
06/09/04 SBN Telephone conference(s) with Rode (Osman).	0.20	39.00
SBN Attend court hearings.	1.60	312.00
SBN Telephone conference(s) with Rode.	0.20	39.00
	<hr/>	<hr/>
FOR CURRENT SERVICES RENDERED	20.80	4,056.00
TOTAL CURRENT WORK		4,056.00
BALANCE DUE		<u>\$4,056.00</u>

DUE UPON RECEIPT

STEVEN B. NOSEK
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Expenses

05/21/04	Postage.	53.46
05/21/04	Photocopy Expense.	240.00
07/22/04	U.S. Postmaster - Postage.	144.65
07/22/04	Sir Speedy - Photocopies.	259.00
08/24/04	Sir Speedy - Photocopies.	205.60
08/24/04	Postage (41 x \$3.85).	157.85
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	TOTAL EXPENSES	1,060.56
	TOTAL CURRENT WORK	1,060.56
	BALANCE DUE	<hr/> <hr/>

DUE UPON RECEIPT

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

**Case No. 03-45440
Chapter 11 Case**

Breezy Point, LLC,

Debtor.

**ORDER AUTHORIZING INTERIM
COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF ATTORNEY FOR
DEBTOR-IN-POSSESSION**

The Application for Allowance of Interim Compensation and reimbursement of Expenses of Attorney for Debtor-In-Possession came on for hearing before the undersigned on September 29, 2004 at 11:00 a.m. Appearances of counsel were noted in the record.

The Court having considered the arguments of counsel and reviewed the Application hereby **ORDERS:**

1. Steven B. Nosek is allowed interim compensation in the amount of \$13,650.00, and reimbursement of expenses in the amount of \$1,060.56;
2. Steven B. Nosek is authorized to apply the retainer received against the allowed fees and expenses on the balance due Steven B. Nosek in the amount of \$14,710.56 is allowed and is an administrative expense and the Debtor is authorized to pay said administrative expense.

Dated: _____, 2004.

Judge of the United States Bankruptcy Court

UNSWORN CERTIFICATE OF SERVICE

I, Lori A. Adamson, declare under penalty of perjury that on August 31, 2004, I mailed copies of the attached documents:

1. Notice of Hearing and Application for Allowance of Interim Compensation and Reimbursement of Expenses of Attorney for Debtor-In-Possession; and
2. Proposed Order Authorizing Interim Compensation and Reimbursement of Expenses of Attorney for Debtor-In-Possession.

by first class mail, postage prepaid, and depositing the same into the US Postal Box in Minneapolis, MN, to each entity named below at the address stated:

David J. Weber
1866 Beam Avenue
Maplewood, MN 55109

Robert F. Cline
68 Courtside Circle
San Antonio, TX 78216

Carlson, Lundquist & Co.
The Triad, Suite 123
7101 Northland Circle
Minneapolis, MN 55428

Cartier Agency
2631 West Superior Street
Duluth, MN 55806

Charter Comm
135 LaSalle Drive 8761
Chicago, IL 60674

City of Breezy Point
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Breezy Point, MN 56472

Crow Wing County
326 Laurel Street
Brainerd, MN 56401

First Colony Life Insurance
PO Box 1280
Lynchburg, VA 24505

John Rode
Thomsen & Nybeck
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Ralph Tully
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Steve Anderson
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Fountain Hills, AZ 85268

Jack Fay
Jonathan Fay, P.C.
51 Broadway, #600
Fargo, ND 58102

Stephen M. Mertz
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Joseph W. Lawver
Messerli & Kramer
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300 South 4th Street
Minneapolis, MN 55415

United States Attorney
U.S. Courthouse
300 South 4th Street, Suite 600
Minneapolis, MN 55415

Michael J. Iannacone
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Lake Elmo, MN 55042

Whitebitch, Inc.
9252 Breezy Point Drive
Breezy Point, MN 56472

Siteworks Unlimited
Attn: Eric Binstock
605 32nd Avenue NW
West Fargo, ND 58078

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